

Result of the voluntary recommended offer by Chess Growthco LLC to acquire all shares of Play Magnus Group, extension of Long Stop Date

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Reference is made to the joint announcements on 24 August 2022 and 6 September 2022 regarding the voluntary recommended offer by Chess Growthco LLC (the "**Offeror**"), a wholly-owned subsidiary of [Chess.com](https://chess.com), LLC ("[Chess.com](https://chess.com)") to acquire all outstanding shares of Play Magnus AS ("**Play Magnus Group**") at a price of NOK 13.00 per share (the "**Offer**").

After expiry of the acceptance period for the Offer on 2 November 2022, as extended on 5 October 2022, the Offeror has received acceptances from shareholders representing more than 90% of the issued and outstanding share capital and voting rights of the Company, thereby fulfilling the condition for closing of the Offer relating to minimum acceptances, cf. section 1.6 (i) of the Offer Document (as defined below). Subject to final verifications of acceptances, the Offeror has received acceptances under the Offer for a total of 55,547,661 shares, equivalent to approximately 90.39% of the issued and outstanding share capital and voting rights of Play Magnus Group.

As of the date of this announcement, the Offeror hereby confirms that the condition to completion of the Offer relating to regulatory approvals, cf. section 1.6 (iii) of the Offer Document (the "**Regulatory Condition**"), has yet to be satisfied. The Offeror has made a voluntarily commitment not to close the Offer until after 8 December 2022, in order to facilitate the ongoing regulatory review of the transaction related to the Offer. A separate announcement will be made once the Regulatory Condition has been satisfied in accordance with the terms and conditions set out in the Offer Document. Based on the commitment made by the Offeror to delay completion until after 8 December 2022, the Offeror hereby announces an initial extension of the long stop date from 24 November 2022 (the "**Long Stop Date**", as further detailed in the Offer Document) to 15 December 2022 in accordance with section 1.10 of the Offer Document. The Offeror and Play Magnus Group maintain their right to further extend the Long Stop Date (one or several times), including on the terms and conditions set out in the Offer Document.

For information about the Offer, please refer to the offer document dated 6 September 2022 (the "**Offer Document**") prepared by the Offeror in connection with the Offer. Subject to regulatory restrictions in certain jurisdictions, the Offer Document is available on the website of the receiving agent, Skandinaviska Enskilda Banken AB (publ), Oslo Branch (<https://sebgroupp.com/our-offering/prospectuses-and-downloads/prospectuses>).

For further information, please contact:

Andreas Thome, CEO of Play Magnus Group

Phone: +47 975 11 688

Email: andreas@playmagnus.com

About Play Magnus Group:

Play Magnus Group is focused on providing premier chess experiences for millions of chess players and students. The company offers e-learning and entertainment services via its brands: chess24, Chessable, iChess, New In Chess, Everyman Chess, Magnus Academy, Aimchess, the Play Magnus App Suite, and the Champions Chess Tour. The Group's mission is to grow chess to make the world a smarter place by encouraging more people to play, watch, study, and earn a living from chess.

About [Chess.com](https://chess.com):

[Chess.com](http://chess.com) is a leading provider of chess gaming and other chess-related services offering a vibrant forum and social network, a news feed, a chess academy, a coaching platform, tactics and puzzles, live tournaments, a separate website for kids (<http://chesskid.com>), and ChessTV.

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IMPORTANT INFORMATION

The Offer and the distribution of this announcement and other information in connection with the Offer may be restricted by law in certain jurisdictions. The Offer Document and related acceptance forms and other documents or information relating to the Offer are not being and must not be mailed, communicated, or otherwise distributed in or into any jurisdiction where prohibited by applicable law, including, without limitation, Canada, Australia, New Zealand, South Africa, Hong Kong or Japan. The Offeror does not accept or assume any responsibility or liability in the event there is a violation by any person whomsoever of such restrictions.

Persons (including, without limitation, any shareholder, any broker-dealer, bank or other intermediaries holding PMG shares on behalf of any beneficial shareholder) into whose possession this announcement or such other information should come are required to inform themselves about and to observe any such restrictions.

This announcement is not a tender offer document and, as such, does not constitute an offer or the solicitation of an offer to acquire the shares of PMG. Investors may accept the Offer only on the basis of the information provided in the Offer Document. Offers will not be made directly or indirectly in any jurisdiction where either an offer or participation therein is prohibited by applicable law or where any tender offer document or registration or other requirements would apply in addition to those undertaken in Norway.

Notice to U.S. shareholders

U.S. Shareholders (as defined below) are advised that the PMG Shares are not listed on a U.S. securities exchange and that PMG is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"), and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the "SEC") thereunder. The Offer is being made to shareholders of PMG resident in the United States ("U.S. Shareholders") on the same terms and conditions as those made to all other shareholders of PMG to whom an offer is made. Any information documents, including the Offer Document, are being disseminated to U.S. Shareholders on a basis comparable to the method that such documents are provided to other PMG Shareholders to whom an offer is made. The Offer is being made by the Offeror and no one else.

The Offer is being made to U.S. Shareholders pursuant to Section 14(e) and Regulation 14E under the U.S. Exchange Act as a "Tier II" tender offer, and otherwise in accordance with the requirements of Norwegian law. Accordingly, the Offer is subject to disclosure and other procedural requirements, including with respect to the offer timetable, settlement procedures and timing of payments, that are different from those that would be applicable under U.S. domestic tender offer procedures and law.

Pursuant to an exemption from Rule 14e-5 under the U.S. Exchange Act, the Offeror and its affiliates or brokers (acting as agents for the Offeror or its affiliates, as applicable) may from time to time, and other than pursuant to the Offer, directly or indirectly, purchase or arrange to purchase, PMG shares or any securities that are convertible into, exchangeable for or exercisable for such PMG shares outside the United States during the period in which the Offer remains open for acceptance, so long as those acquisitions or arrangements comply with applicable Norwegian law and practice and the provisions of such exemption. To the extent information about such purchases or arrangements to purchase is made public in Norway, such information will be disclosed in English by means of a press release or other means reasonably calculated to inform U.S. Shareholders of such information.

Neither the SEC nor any securities supervisory authority of any state or other jurisdiction in the United States has approved or disapproved the Offer or reviewed it for its fairness, nor have the contents of the Offer Document or any other documentation relating to the Offer been reviewed for accuracy, completeness or fairness by the SEC or any securities supervisory authority in the United States. Any representation to the contrary is a criminal offence in the United States.

Disclosure regulation

This release is an announcement issued pursuant to legal information obligations and is subject of the disclosure requirements pursuant to the Market Abuse Regulation (MAR) Article 17 no. 1 and section 5-12 of the Norwegian Securities Trading Act, and was submitted for publication by Arkus Fredriksson, Chief Strategy Officer of Play Magnus Group.

Attachments

- [Download announcement as PDF.pdf](#)